

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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IN RE: TRIBUNE COMPANY  
FRAUDULENT CONVEYANCE  
LITIGATION  
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Case No.: 11-md-2296 (WHP)

**DECLARATION OF NANCY G. ROSS IN SUPPORT OF HER REQUEST FOR LEAVE  
TO WITHDRAW AS COUNSEL OF RECORD FOR UNITED DEFENSE, L.P.**

NANCY G. ROSS, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I am a partner at the firm of McDermott Will & Emery LLP, counsel of record for United Defense, L.P. (“United Defense”), which is a defendant and member of the putative defendant class or classes in the above-captioned multidistrict action. I submit this declaration based on my personal knowledge in support of my request for leave to withdraw as counsel for United Defense.
2. United Defense requests and consents to my withdrawal as counsel in the above-captioned action.
3. By order dated September 7, 2012, the Court appointed (i) Proskauer Rose, LLP; (ii) O’Melveny & Myers LLP; and (iii) Entwistle & Capucci LLP to serve as liaison counsel in the Individual Creditor Actions. (1:11-md-02296 (WHP), Docket No. 1395.)
4. Additionally, because the above-captioned action is currently in its beginning stages, United Defense would have the opportunity to retain separate outside counsel to represent its individual interests, if any, should it wish to do so in the future.

5. No retaining or charging lien is being sought.

6. I have caused copies of the Request for Leave to Withdraw as Counsel of Record for United Defense, a copy of this declaration, and the [Proposed] Order granting my request to withdraw as counsel of record to be served on United Defense by first-class mail and on counsel of record in this action by ECF.

Pursuant to 28 U.S.C. § 1746 of the laws of the United States, I declare under penalty of perjury that the foregoing is true and correct.

Dated: Chicago, Illinois  
January 24, 2013

/s/ Nancy G. Ross

Nancy G. Ross